

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

YELLOW CORPORATION, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 23-11069 (CTG)
)
) (Jointly Administered)
)

**NOTICE OF AMENDMENT TO THAT CERTAIN JUNIOR SECURED
SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT**

PLEASE TAKE NOTICE that, on September 15, 2023, the United States Bankruptcy Court for the District of Delaware (this “Court”) entered the *Final Order (I) Authorizing the Debtors to Obtain Postpetition Financing and to Use Cash Collateral, (II) Granting Adequate Protection to Pre-Petition Lenders and (III) Granting Related Relief* [Docket No. 571] (the “Final DIP Order”),² pursuant to which this Court authorized, among other things, the Debtors to enter into the Junior DIP Credit Agreement and the Postpetition B-2 Credit Agreement (collectively, the “DIP Facility”).

PLEASE TAKE FURTHER NOTICE that Paragraph 2(b)(ii) of the Final DIP Order authorizes the Debtors to execute, deliver and perform under any amendment to the Junior DIP Credit Agreement “in such form as the [Junior] DIP Secured Parties may accept and with any such other approvals as required by the DIP Loan Documents, it being understood that no further approval of the Court, unless expressly set forth [in the Final DIP Order], shall be required for any such amendment,” provided that such amendment does not shorten the scheduled maturity of

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of the Debtors’ principal place of business and the Debtors’ service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

² Any capitalized term used but not defined herein shall have the meaning ascribed to it in the Final DIP Order.

the Junior DIP Facility, increase the aggregate Junior DIP Commitments, increase the rate of interest or fees payable under the Junior DIP Facility, or release any Junior DIP Liens.

PLEASE TAKE FURTHER NOTICE that Section 10.08 of the Junior DIP Credit Agreement requires that any amendment or modification to the Junior DIP Credit Agreement be made “pursuant to an agreement in writing entered into by the Administrative Agent, the Borrower and the Lenders” (each as defined in the Junior DIP Credit Agreement, and collectively, the “Junior DIP Amendment Parties”).

PLEASE TAKE FURTHER NOTICE that, prior to the date hereof, the Junior DIP Amendment Parties agreed in writing to enter into, and did enter into, that certain Amendment No. 2 dated as of November 28, 2023 to Junior Secured Super-Priority Debtor-in-Possession Credit Agreement dated as of September 6, 2023 (the “Junior DIP Credit Agreement Amendment”), attached hereto as **Exhibit 1**. The Junior DIP Credit Agreement became effective as of November 28, 2023. Prior thereto, the Debtors socialized the proposed final form of the Junior DIP Credit Agreement Amendment with counsel to each of the Prepetition Secured Parties, the Prepetition UST Secured Parties, and the Creditor’s Committee.

PLEASE TAKE FURTHER NOTICE that the Junior DIP Credit Agreement Amendment makes (i) one technical change at Section 2.05(a) of the Junior DIP Credit Agreement, *i.e.*, removing the language “per annum” from the description of the DDTL Exit Fee to clarify and correct that the DDTL Exit Fee is not a ticking fee, and (ii) no other changes.

PLEASE TAKE FURTHER NOTICE that the Debtors have served this Notice on: (a) the United States Trustee for the District of Delaware; (b) counsel to the Official Committee; (c) counsel to the Prepetition Secured Parties; and (d) counsel to the Prepetition UST Secured Parties.

Dated: November 28, 2023
Wilmington, Delaware

/s/ Laura Davis Jones

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